

MORITT HOCK & HAMROFF LLP

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*Special Conflicts Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	x
	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	(Jointly Administered)
Debtors. ¹	:	
		x

**SEVENTH MONTHLY FEE STATEMENT OF MORITT HOCK & HAMROFF LLP
FOR PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS INCURRED
AS SPECIAL CONFLICTS COUNSEL FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR THE PERIOD OF SEPTEMBER 1, 2020
THROUGH SEPTEMBER 30, 2020**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Moritt Hock & Hamroff LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation
Date of Retention:	April 30, 2020 <i>nunc pro tunc</i> to January 2, 2020
Period for Which Compensation and Reimbursement Is Sought:	September 1, 2020 through September 30, 2020
Monthly Fees Incurred:	\$144,992.00
20% Holdback:	\$ 28,998.40
Total Compensation Less 20% Holdback:	\$115,993.60
Monthly Expenses Incurred:	\$ 187.20
Total Fees and Expenses Requested:	\$116,180.80

This is a X monthly interim final application

Moritt Hock & Hamroff LLP (“Moritt Hock”), special conflicts counsel for the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Seventh Monthly Fee Statement”) covering the period September 1, 2020, through September 30, 2020 (the “Compensation Period”), in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses and Retained Professionals* (the “Interim Compensation Order”) [Docket No. 796]. By the Seventh Monthly Fee Statement, Moritt Hock requests (a) interim allowance and payment of compensation in the amount of \$115,993.60 (80% of \$144,992.00 for fees on account of reasonable and necessary professional services rendered to the Creditors’ Committee by Moritt Hock; and (b) reimbursement of actual and necessary costs and expenses in the amount of \$187.20 incurred by Moritt Hock during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Moritt Hock professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Moritt Hock for services rendered to the Creditors' Committee are the same rates that Moritt Hock charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Moritt Hock professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Moritt Hock professionals and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Moritt Hock in connection with services rendered to the Creditor's Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Moritt Hock in connection with the services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Seventh Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road,

Hoffman Estates, Illinois 60179, Attention: Moshin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to Debtors, Weil, Gotshal & Manges LLP, 767 Seventh Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) counsel to the Creditors' Committee, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Ira S. Dizengoff (email: idizengoff@akingump.com), Philip C. Dublin (email: pdublin@akingump.com), and Sara L. Brauner (sbrauner@akingump.com); (iv) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 1014, Attention: Paul Schwartzberg (email: paul.schwartzberg@usdoj.gov) and Richard Morrissey (email: richard.morrissey@usdoj.gov); (v) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com), and George R. Howard (email: george.howard@skadden.com); (vi) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (email: harnerp@ballardspahr.com); and (vii) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (email: marriott@ballardspahr.com) and Tobey M. Daluz (email: daluzt@ballardspahr.com) (collectively, the "Notice Parties").

Objections to this Seventh Monthly Statement Fee, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than November 2, 2020 (the "Objection Deadline"), setting forth the nature of the objection and the amount of fees or expenses at issue (an "Objection").

If no objections to this Seventh Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Seventh Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of the Seventh Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

Dated: New York, New York
October 16, 2020

MORITT HOCK & HAMROFF LLP

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EXHIBIT A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE	HOURS	AMOUNT
Ted A. Berkowitz	Restructuring/ Bankruptcy	1984	\$675	11.30	\$7,627.50
James P. Chou	Litigation	1997 (NY) 1996 (NJ)	\$595	49.50	\$29,452.50
Robert S. Cohen	Litigation	1987 (NY) 1987 (NJ)	\$595	1.80	\$1,071.00
Theresa A. Driscoll	Restructuring/ Bankruptcy	2000	\$560	.40	\$224.00
Danielle J. Marlow	Litigation	1997	\$550	51.10	\$28,105.00
Total Partner				114.10	\$66,480.00
ASSOCIATES					
Stephen T. Breidenbach	Cyber Security/ Technology	2018	\$340	14.40	\$4,896.00
Lauren Bernstein	Litigation	2015 (NY) 2015 (NJ)	\$325	10.60	\$3,445.00
Nicholas G. Calabria	Litigation	Admission Pending	\$225	43.30	\$9,742.50
Jennifer Calamia	Litigation	2018	\$295	5.90	\$1,740.50
Alex D. Corey	Litigation	2014	\$395	38.80	\$15,326.00
Matthew De La Torre	Litigation	2017	\$295	28.80	\$8,496.00
Tina M. Kassangana	Corporate	Admission Pending	\$275	0.90	\$247.50
Total Associates				142.70	\$43,893.50

PARALEGALS					
Daniel C. Almont	Litigation	N/A	\$250	4.90	\$1,225.00
Victoria Jankowski	Litigation	N/A	\$245	5.40	\$1,323.00
Sheila Marino-Thomas	Litigation	N/A	\$245	130.90	\$32,070.50
Total Paralegal				141.20	\$34,618.50
Total Hours/ Fees Requested				398.00	\$144,992.00

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION
Partners and Counsel	595.00	114.10	\$66,480.00
Associates	307.14	142.70	\$43,893.50
Paralegals/ Non-Legal Staff	245.00	141.20	\$34,618.50
Blended Timekeeper Rate	382.38		
Total Fees Incurred			\$144,992.00

EXHIBIT B

Task Code Summary

Task Code	Matter	Hours	Value
B110	Case Administration	38.20	\$20,172.00
B120	Asset Analysis and Recovery	348.40	\$119,761.00
B160	Fee/ Employment Applications	11.40	\$5,059.00
Total:		398.00	\$144,992.00

EXHIBIT C

Itemized Fees



Date	Prof	Narrative	Task Code	Time
9/1/2020	TAD	Review bankruptcy docket re: notice of fee applications (.2); emails with Akin re: status of hearing on interim fee application (.2).	B160	0.40
9/1/2020	DJM	Review of e-mails from Akin Gump (.2); review of data and drafting of e-mail in response regarding status of subpoenas (1.2).	B120	1.40
9/1/2020	SMT	Telephone call with J. Chou and Melodie Young (Akin Gump) regarding status of production review.	B120	0.60
9/1/2020	SMT	Analysis of document production information contained in shareholder chart (3.0); reviewed recent production for status of review and processing (.7)	B120	3.70
9/1/2020	TAB	Conference call to discuss additional staffing (0.2).	B110	0.20
9/1/2020	JPC	Review email from Akin re: subpoenas, statute of limitations and potential motions to compel; analysis of question re: SOL.	B120	0.80
9/1/2020	JPC	T/c w/ S. Thomas-Marino re: production stats (.2); t/c w/ M. Young re: production stats and logistics (.4); follow-up call w/ S. Thomas Marino.	B120	0.70
9/1/2020	JPC	Review data for M-III Partners.	B160	0.20
9/1/2020	JPC	Attention to staffing for production processing (.6); t/c w/ T. Berkowitz and R. Cohen re: same (.2).	B110	0.80
9/1/2020	RSC	Communicate with practice group leaders and associates re: securing 4 attorneys on a priority basis to clear other work and staff new project (.6).	B110	0.60
9/1/2020	TAB	Review motion to compel issues regarding failure to respond to subpoenas (.5); Review and analyze notice issues related to statute of limitation (.3).	B120	0.80
9/1/2020	VJ	Review docket for hearing date on Fee Applications and discuss with TAD.	B110	0.30
9/1/2020	RSC	Call with J. Chou and T. Berkowitz re: staffing for public shareholder data analysis (.2); review options and prepare notes (.3).	B110	0.50
9/1/2020	STB	eDiscovery: confirm configuration of email and share file account re: production from third parties.	B120	0.30
9/2/2020	JC	Review and analysis of public shareholder data disclosure from Citibank.	B120	1.70
9/2/2020	NGC	Virtual meeting to discuss production assignment. Review tasks go over final products of data sets	B120	0.50
9/2/2020	SMT	Analysis of public shareholder data.	B120	5.30
9/2/2020	DJM	Team call regarding project to analyze and input public shareholder data (0.8); preparation for call (0.3); follow up e-mails with team (0.4).	B120	1.50
9/2/2020	MSD	Communicate with MHH data analysis team regarding strategy for review and data entry.	B120	0.50
9/2/2020	NGC	Communicate (in firm) with SMT regarding public shareholder data production to determine how to produce final data sheets and translate excel formulas into data entries	B120	0.50

9/2/2020	LB	Analysis of public shareholder data.	B120	3.40
9/2/2020	TAB	Conference re preparation for motion to compel.	B120	0.30
9/2/2020	DJM	E-mails with Akin Gump regarding public shareholder analysis.	B120	0.50
9/2/2020	SMT	Emailed team shareholder data and information (0.3); team meeting regarding analysis of public shareholder data (0.5); email and telephone call with N. Calabria regarding shareholder data (0.3).	B120	1.10
9/2/2020	JC	Discussion with team re: of public shareholder data and discovery analysis.	B120	0.50
9/2/2020	MSD	Communicate with MHH public shareholder analysis team regarding strategy and formulas for review; review multiple correspondences regarding same.	B120	0.40
9/2/2020	TMK	Communicate (in firm) re: analysis of production and data.	B120	0.50
9/2/2020	JPC	T/c w/ S. Marino-Thomas re: status on staffing and timing for completing production data analysis (.2); call w/ D. Marlow and S. Marino re: issues regarding project and logistics (.1); emails w/ D. Marlowe re: same (.5).	B110	0.80
9/2/2020	JPC	Team call re: analysis of production data (.5); call w/ M. Young re: production data and SOL issues (.1); review memo from A. Corey re: recent 546(e) decision (.3).	B120	0.90
9/2/2020	MSD	Begin review and analysis of Raymond James Seritage public shareholder data.	B120	4.60
9/2/2020	NGC	Review and analysis of public shareholder data	B120	5.00
9/2/2020	RSC	Communicate with 3 associates re: joining team for project (.5); T/C and exchange emails with Danny re: final staffing (.2).	B110	0.70
9/2/2020	DJM	Calls with S. Thomas regarding analysis project (0.3); e-mails with J. Chou regarding same (0.2).	B120	0.50
9/2/2020	LB	Attend Webex conference to discuss public shareholder data analysis matter.	B120	0.50
9/3/2020	JC	Review and Analysis of public shareholder information disclosed by USBancorp Investments.	B120	1.40
9/3/2020	JPC	Attention to parties who may require motion to compel (.2); review memo re: In re Global Crossings and statute of limitations issue (.3); analysis of same (.9); analysis of related case law (1.0).	B120	2.80
9/3/2020	NGC	Review and Analysis of public shareholder data	B120	2.00
9/3/2020	TMK	Analysis of public shareholder data.	B120	0.40
9/3/2020	MSD	Continue review and analysis of Raymond James Seritage public shareholder data.	B120	1.80
9/3/2020	DJM	E-mails with Akin Gump regarding subpoenas, potential motion to compel (0.7); review of draft letter to the bankruptcy court and exhibits from Akin Gump and queries regarding same (0.3); responses to questions from review team regarding public shareholder data (0.5)	B120	1.50
9/3/2020	LB	Analysis of public shareholder data.	B120	6.70
9/3/2020	MSD	Communicate with DM and SMT regarding issues and stategy with raw shareholder data in native format.	B120	0.30
9/3/2020	JPC	Attention to staffing (.2); confer w/ R. Cohen and T. Berkowitz re: same (.5).	B110	0.70

9/3/2020	JC	Communicate (in firm) with Sheila Marino-Thomas regarding further analysis of shareholder information.	B120	0.90
9/3/2020	JPC	Draft status email to team.	B110	0.70
9/3/2020	TAB	Follow up on Motion to Compel service issues and identity of parties (.3); Review and comment on letter re subpoena status (.2).	B120	0.50
9/3/2020	NGC	Communicate (in firm) virtual meeting with MDT to explain excel formulas and shortcuts to process shareholder data	B120	0.90
9/3/2020	MSD	Continue review and analysis of Raymond James Seritage public shareholder data.	B120	3.30
9/3/2020	SMT	Analysis of public shareholder data.	B120	5.40
9/4/2020	JPC	Review billing descriptions and time allocations for next monthly billing statement.	B160	0.90
9/4/2020	DJM	Draft/revise motion to compel compliance with subpoenas and exhibits (2.7); multiple e-mails with Akin Gump regarding motion to compel and revisions in light of comments (.6); coordination of filing of motion to compel (.5); sending of letter to Chambers (.2); sending of letter to subpoenaed parties (.4); review of memo regarding recent bankruptcy decision (.4).	B120	4.80
9/4/2020	MSD	Continue review and analysis of Raymond James Seritage public shareholder data.	B120	4.40
9/4/2020	JPC	Review and revise draft letter joining Akin's request for conference and revise same (.8) confer w/ D. Marlow re: list of third parties for letter (.1); emails re: letter (.2).	B120	1.10
9/4/2020	MSD	Continue review and analysis of Raymond James Seritage public shareholder data.	B120	3.30
9/4/2020	DCA	Utilize court's Electronic Court Filing system to file Joinder Letter and exhibits.	B110	2.00
9/4/2020	SMT	Analysis of public shareholder data.	B120	6.70
9/4/2020	VJ	Check bankruptcy docket for Akin filing (.1); emails with attorneys regarding filing Joinder Letter (.2).	B110	0.30
9/4/2020	ADC	Review and revise 6th monthly fee statement fee application payment.	B160	0.50
9/4/2020	NGC	Communicate with MDT to assist with production by explaining shortcuts in excel document review	B120	0.40
9/5/2020	SMT	Analysis of public shareholder data.	B120	5.30
9/6/2020	MSD	Finalize review and analysis of Raymond James Seritage public shareholder data.	B120	2.60
9/7/2020	MSD	Review and analyze Raymond James Land's End public shareholder data.	B120	5.70
9/8/2020	NGC	Review and analysis of excel production and assist SMT in aggregation of Phase I data from initial sorts (7.5); discuss same w/SMT (1.0).	B120	8.50
9/8/2020	JPC	Check in with team re: status of data entry.	B110	0.20
9/8/2020	SMT	Discussions with N. Calabria regarding analysis of public shareholder data.	B120	1.00
9/8/2020	ADC	Review and analysis of Sidley letter re Subpoenas.	B120	0.30

9/8/2020	DJM	Follow up with multiple banks regarding production, timing (.5); call regarding US Bank subpoena (.2); e-mails with BNY Mellon (.1); follow up with S. Thomas regarding analysis of public shareholder data (.4); e-mails with Akin regarding motion to compel (.3), review of Jefferies submission to Court (.1).	B120	1.60
9/8/2020	SMT	Analysis of public shareholder data.	B120	13.30
9/8/2020	JPC	Review letter from Sidley Austin on behalf of Jefferies re: Committee's request for court conference.	B120	0.10
9/8/2020	MSD	Finalize drafting of analysis of Raymond James data analysis (1.1); discuss analysis, strategy and aggregation with SMT (.2).	B120	1.30
9/8/2020	NGC	Communicate with SMT on assisting with aggregating phase I productions	B120	1.00
9/9/2020	NGC	Communicate with SMT to strategize and delegate the completion of production.	B120	0.20
9/9/2020	MSD	Review and analyze missing entries in Raymond James raw data for strategy and analysis (.5); discuss same and missing entries with DJM (.1).	B120	0.60
9/9/2020	DJM	Call with counsel to Morgan Stanley (.2); e-mails with counsel to PNC Bank (.2); e-mails with S. Thomas regarding analysis of public shareholder data project (.4); follow up e-mail to National Financial Services for missing data (.2); follow up e-mails to Raymond James for missing data (.2).	B120	1.20
9/9/2020	JC	Further Review and analysis of public shareholder disclosure from Citibank and aggregate relevant data.	B120	0.60
9/9/2020	JC	Further Review and analysis of public shareholder disclosure from USBancorp and aggregate relevant data.	B120	0.80
9/9/2020	NGC	Review and analysis of document and data production	B120	8.00
9/9/2020	SMT	Analysis of public shareholder data.	B120	13.80
9/9/2020	SMT	Draft/review subpoena to PNC Bank.	B120	0.30
9/9/2020	SMT	Discussions with N. Calabria regarding analysis of public shareholder data.	B120	0.20
9/9/2020	JPC	Reviewing August 2020 time entries and descriptions for monthly fee statement.	B160	0.30
9/10/2020	SMT	Analysis of public shareholder data.	B120	5.00
9/10/2020	VJ	Draft Sixth Monthly Fee Statement and forward to JPC and TAD.	B160	3.70
9/10/2020	SMT	Discussions with N. Calabria regarding analysis of public shareholder data.	B120	0.90
9/10/2020	ADC	Weekly team update call (.2).	B110	0.20
9/10/2020	JPC	Communications w/ D. Marlow re: Deutsche Bank response to letter to Court (.2); email w/ team re: Motion to Compel (.2); check on status of subpoena production data (.1); review draft motion to compel (.4).	B120	0.90
9/10/2020	TAB	Work on litigation proposal issues (.5); review chart re subpoenas (.3); review and analyze Akin Motion to Compel (.8); review email from Akin Gump to Judge Drain (.1).	B120	1.70
9/10/2020	ADC	Draft/review motion to compel to include Clearstream (1.2).	B120	1.20
9/10/2020	NGC	Review and Analysis of data sets and documents for production	B120	2.70
9/10/2020	VJ	Weekly Webex with team.	B110	0.20

9/10/2020	JP C	T/c w/ T. Berkowitz re: next phase of Sears matter (.1); attention to case management issues (.3).	B110	0.40
9/10/2020	NGC	Communicate with SMT to review and strategize for the completion of the data production	B120	0.90
9/10/2020	DJM	Attend weekly team call.	B110	0.20
9/10/2020	DJM	E-mails with counsel for PNC (.1); e-mails with counsel for BNY Mellon (.1); calls/e-mails with Deutsche Bank (.5); e-mails with Akin regarding status of subpoenas (.4); call with S. Thomas regarding analysis of shareholder data (.3); review/revise chart analyzing public shareholder data (1.8 hours), review of draft motion to compel and call with A. Corey regarding same (.5).	B120	3.70
9/10/2020	JP C	Weekly team meeting re: status of various projects.	B110	0.20
9/10/2020	JP C	Review 6th Monthly Fee Statement for filing.	B160	0.70
9/11/2020	JP C	Confer w/ A. Corey re: motion to compel, including specific issues pertaining to Clearstream Banking (.2); emails re: status of forthcoming productions from additional parties (.1); attention to issues for motion to compel (.3).	B120	0.60
9/11/2020	DJM	Draft/revise motion to compel parties failing to respond to subpoenas (2.5); follow up with Deutsche Bank (.1); follow up with JP Morgan (.1); follow up with PNC (.1); e-mails with Akin Gump regarding status of subpoenas (.4); multiple calls/e-mails with S. Thomas regarding analysis of shareholder data project (.6).	B120	3.80
9/11/2020	JP C	Communications with local counsel re: Motion for Contempt -- compelling LGIM (1.1); gather information for local counsel and send detailed email concerning same (2.0).	B110	3.10
9/11/2020	ADC	Draft/revise motion to compel subpoena compliance.	B120	2.20
9/11/2020	TAB	Prepare for and participate on call with Akin to discuss future litigation subsequent to subpoenas (1.0); follow up on scheduling issues with Akin and chambers (0.3).	B110	1.30
9/11/2020	VJ	Respond to emails from JPC regarding Fifth and Sixth Monthly Fee Statements (.2) and forward Fifth Monthly Fee Statement to all noticed parties (.2).	B160	0.40
9/11/2020	VJ	Finalize Sixth Monthly Fee Statement and e-file same (.3); email to all noticed parties (.2).	B160	0.50
9/11/2020	SMT	Emails with D. Marlow regarding analysis of public shareholder data (.3); email attaching affidavits of service for select entities (.1).	B120	0.40
9/11/2020	JP C	Conference call w/ Ted Berkowitz and D. Chapman re: next phase of the case; (.2) T/c w/ T. Berkowitz (.2)	B110	0.70
9/11/2020	SMT	Analysis of public shareholder data.	B120	4.20
9/12/2020	JP C	Conference call w/ Chicago counsel re: motion to compel procedure and issues (.3); conference call w/ D. Marlow and A. Corey re: follow up on motion to compel Illinois entity (.2).	B120	0.50
9/12/2020	JP C	Emails w/ Chicago counsel re: engagement and conflicts issues.	B110	0.30
9/12/2020	ADC	Draft/revise motion to compel (1.5); research case law in support of motion to compel (1.7); conference call with JPC and DJM; researched case law concerning place of enforcement of subpoena (1.0).	B120	4.40
9/12/2020	DJM	Draft/revise motion to compel compliance with subpoenas and legal research in connection with same (2.5); call with local counsel in Chicago regarding motion to compel (.3); follow up call with J. Chou, A. Corey regarding same (0.2).	B120	3.00

9/13/2020	JP C	Review and revise motion to compel (4.4); confer w/ A. Corey re: same (.6); emails w/ A. Corey re: research (.2).	B120	5.20
9/13/2020	ADC	Research & Analysis of case law to support motion to compel (3.2); phone conversations with J. Chou regarding motion to compel (0.6).	B120	3.80
9/13/2020	DJM	Revisions to motion to compel to incorporate comments from J. Chou.	B120	1.00
9/14/2020	SMT	Analysis of public shareholder data.	B120	2.30
9/14/2020	JP C	Attention to billing structure for adversary proceeding against public shareholders.	B160	1.20
9/14/2020	SMT	Email with D. Marlow regarding status of subpoenas.	B120	0.30
9/14/2020	JP C	Attention to conflicts issues for engagement of Chicago counsel.	B110	0.40
9/14/2020	JP C	Review and revise latest draft motion to compel (2.4); confer w/ A. Corey re: same (.6).	B120	3.00
9/14/2020	TAB	Review and revise Motion to Compel.	B120	1.50
9/14/2020	ADC	Draft/revise notice of motion, memo of law, proposed order, declaration in support, affidavit of service (5.8); coordinated with Akin counsel and team in email and calls to discuss filings and comments to the motion papers (2.1).	B120	7.90
9/14/2020	SMT	Process PNC Financial Service and Bank of NY Mellon production documents.	B120	0.60
9/14/2020	SMT	Draft/revise subpoena to Legal & General Investment Management Limited with Chicago production address as per Chicago counsel.	B120	0.60
9/14/2020	DJM	Multiple revisions to motion to compel and ancillary documents, including to add PNC and remove Morgan Stanley (2.8); multiple e-mails with T. Berkowitz, J. Chou, and A. Corey regarding motion to compel (1.2); call with Morgan Stanley and e-mail memorializing agreement (0.4); e-mails with PNC (0.1); multiple e-mails with local counsel regarding LGIM subpoena and revisions to same (0.6); service of motion to compel to court and counterparties (0.4)	B120	5.50
9/14/2020	DCA	Correspondence with attorneys re: filing of Motion to Compel (.5); review and organize documents for filing (1.5), utilize court's Electronic Court Filing system to file Notice of Hearing on the Motion of the Official Committee of Unsecured Creditors for an Order to Compel Bankruptcy Rule 2004 Production of Documents, Declaration and Exhibits, and Affidavit of Service (.5).	B110	2.50
9/15/2020	ADC	Telephone conversation w/J. Chou regarding assisting local counsel with conflicts check.	B110	0.20
9/15/2020	SMT	Mail service of Docket 8438 Notice of Hearing on the Motion of the Official Committee of Unsecured Creditors for an Order to Compel Bankruptcy Rule 2004 Production of Documents to the parties.	B120	0.40
9/15/2020	JP C	Gather and analyze accrual info for M-III Partners.	B160	0.50
9/15/2020	DJM	Call with S. Thomas regarding PNC data (0.1); follow up with PNC regarding production (0.2); review and analysis of US Bank production (0.3).	B120	0.60
9/15/2020	SMT	Analysis of public shareholder data.	B120	5.80
9/15/2020	SMT	Discussion with N. Calabria regarding additional data for analysis.	B120	0.40
9/15/2020	JP C	Emails with Chicago counsel re: conflicts check and engagement logistics.	B110	0.80

9/15/2020	JPC	Prepare fee arrangement proposal (1.0); confer w/ T. Berkowitz re: fee proposal (.1); prepare email to D. Chapman re: fee arrangement proposal (.7).	B110	1.80
9/15/2020	NGC	Communicate with SMT regarding new data production and review/analysis of data required.	B120	0.30
9/15/2020	TAB	Work on litigation proposal - review and revise.	B110	0.90
9/16/2020	ADC	Telephone conversations and correspondence with local Chicago counsel (.5); Akin Gump (.5); and with J. Chou (.3) assist local counsel with conflicts checks and analysis.	B110	1.30
9/16/2020	NGC	Review and analysis of public shareholder information production.	B120	5.40
9/16/2020	JPC	T/c w/ local counsel re: motion to compel subpoena compliance (.2); confer w/ T. Berkowitz re: local counsel (.3); email to D. Marlow and A. Corey re: local counsel issue (.2); various t/c w/ A. Corey re: local counsel issue and conflicts questions (1.3).	B110	1.90
9/16/2020	SMT	Process US Bank N.A. production documents.	B120	0.30
9/16/2020	TAB	Work on retention of local Chicago counsel.	B110	0.80
9/16/2020	SMT	Discussion with N. Calabria regarding data analysis.	B120	0.40
9/16/2020	SMT	Analysis of public shareholder data.	B120	8.00
9/16/2020	DJM	Review and analysis of Wells Fargo production, coordination with S. Thomas regarding inputting of same.	B120	0.50
9/16/2020	NGC	Communicate discussion with SMT regarding additional document review and production in aggregation of final shareholder information to determine which shareholders can be aggregated and which can not be.	B120	0.40
9/17/2020	ADC	Communicate with local counsel to provide conflicts check information and address related questions (1.8); attended weekly Sears team meeting (.4); drafted and revised declaration for location counsel re conflicts (.5).	B110	2.70
9/17/2020	DJM	Weekly team call.	B110	0.40
9/17/2020	SMT	Emailed Executive Attorney Service regarding status of service to Legal & General Investment Management Limited.	B120	0.10
9/17/2020	TAB	Work on revising litigation proposal.	B110	1.00
9/17/2020	STB	Converting word document into excel chart.	B120	0.40
9/17/2020	DJM	Call with S. Thomas regarding analysis of BNY Mellon data and research in connection with same (0.5); e-mail to BNY Mellon regarding same (0.1).	B120	0.60
9/17/2020	JPC	Team meeting to discuss subpoena, Chicago counsel retention and budget for adversary proceeding.	B110	0.40
9/17/2020	TAB	Attend weekly team call.	B110	0.40
9/17/2020	JPC	Email w/ Akin re: subpoenas and next phase of litigation (0.2); review draft budget (0.5); revise budget (2.1); confer w/ T. Berkowitz re: same (0.2); email to D. Chapman re: proposed budget (0.2).	B110	3.20
9/17/2020	SMT	Emailed D. Marlow status of subpoena to Legal & General Investment Management Limited.	B120	0.10
9/17/2020	DJM	Draft/revise budget for potential adversary proceeding.	B110	2.00

9/17/2020	JPC	Attention to Chicago counsel retention.	B110	1.00
9/17/2020	SMT	Analysis of public shareholder data.	B120	4.70
9/18/2020	DJM	Preparation for and call with counsel for Clearstream regarding motion to compel (0.5), follow up e-mail to J. Chou (0.2); download and review and analysis of JP Morgan production (0.4), e-mailing of same to S. Thomas (0.1).	B120	1.20
9/18/2020	TAB	Review and revise litigation budget.	B120	1.20
9/18/2020	SMT	Analysis of public shareholder data (6.9); updates to subpoena service tracking chart (0.3).	B120	7.20
9/21/2020	SMT	Process JP Morgan production documents.	B120	0.40
9/21/2020	SMT	Analysis of public shareholder data.	B120	4.20
9/21/2020	STB	Analysis of public shareholder data.	B120	0.60
9/21/2020	NGC	Discussions regarding analysis of public shareholder data with SMT and SB.	B120	0.90
9/21/2020	DJM	Call/e-mails with counsel to LGIM (0.4); e-mail to J. Chou regarding same (0.1), call with S. Thomas regarding public shareholder chart (0.2), e-mails with Akin regarding public shareholder chart (0.4).	B120	1.10
9/21/2020	NGC	Discussions with SMT regarding analysis of public shareholder data.	B120	0.70
9/21/2020	STB	Discussions regarding analysis of public shareholder data.	B120	0.90
9/21/2020	JPC	Analysis and aggregating data for M-III partners.	B160	0.50
9/21/2020	SMT	Discussions with N. Calabria and S. Breidenbach regarding analysis of public shareholder data concerning JPMorgan.	B120	0.90
9/22/2020	SMT	Telephone with D. Marlow and Melodie Young at Akin Gump regarding shareholder data (0.4); discussions with N. Calabria regarding Akin project (0.5).	B120	0.90
9/22/2020	TAB	Prepare for and participate on conference call with Akin to discuss litigation budget (.3); t/c w/J. Chou re: same (.2).	B110	0.50
9/22/2020	DJM	E-mail to Akin regarding status of public shareholder subpoenas and review of charts and analysis in connection with same (0.8); calls with S. Thomas and Akin regarding analysis of public shareholder data (0.6); review and analysis of Akin public shareholder chart and e-mail (0.6); follow up with various banks regarding production (0.2).	B120	2.20
9/22/2020	JPC	Further analysis of data for M-III Partners.	B160	0.20
9/22/2020	JPC	Conference call w/ D. Chapman and T. Berkowitz (.2); t/c w/ T. Berkowitz (.2).	B110	0.40
9/22/2020	SMT	Analysis of public shareholder data. (1.2); analysis and edits to estimated damages chart (2.6)	B120	3.80
9/22/2020	NGC	Discussions regarding analysis of public shareholder data with SMT	B120	0.50
9/23/2020	JPC	Attention to additional billing data and property estate/adversary allocations for M-III Partners.	B160	0.80
9/23/2020	STB	Analysis of public shareholder data.	B120	4.00
9/23/2020	SMT	Discussions with N. Calabria and S. Breidenbach regarding analysis of public shareholder data concerning JPMorgan.	B120	1.10
9/23/2020	STB	Discussion with NGC and SB regarding analysis of public shareholder data.	B120	1.10

9/23/2020	DJM	Call with S. Thomas regarding shareholder chart (0.2); review of revised chart (0.3).	B120	0.50
9/23/2020	SMT	Telephone with Melodie Young at Akin Gump regarding shareholder data (0.3); emailed same attaching updated data (0.1).	B120	0.40
9/23/2020	NGC	Communicate with SMT and SB regarding analysis of public shareholder data.	B120	1.10
9/23/2020	SMT	Analysis and edits to estimated damages chart.	B120	7.40
9/24/2020	STB	Analysis of public shareholder data.	B120	1.20
9/24/2020	DJM	Attend weekly team call (0.2); prepare for same (0.1).	B110	0.30
9/24/2020	TAB	Attend weekly meeting re: status of tasks.	B110	0.20
9/24/2020	JPC	Attention to emails re: motion to compel, including email re: Clearstream's response to motion papers (.3); review draft letter to the court regarding releasing parties from motion to compel (.3); email D. Marlow re: same (.1).	B120	0.70
9/24/2020	SMT	Discussions with N. Calabria and S. Breidenbach regarding analysis of public shareholder data concerning JPMorgan.	B120	0.70
9/24/2020	JPC	Team meeting re: motion to compel and responses.	B110	0.30
9/24/2020	DJM	Analysis of information provided by Clearstream, call with same (0.5); e-mails with J. Chou, Akin regarding same, motion to compel (0.3); drafting, finalizing and coordination of filing letter to court withdrawing motion to compel with regard to Clearstream and LGIM and e-mailing same to Court (1.5); office conference with S. Thomas regarding analysis of public shareholder data (0.2); review of supplemental production by U.S. Bank (0.1).	B120	2.60
9/24/2020	NGC	Communicate with SMT and SB regarding public shareholder data	B120	0.70
9/24/2020	ADC	Communicate with Sears team regarding Clearbank's response to the subpoena (.3); reviewed letter withdrawing motion w/r/t Clearbank and LGIM (.2); communicated with local counsel (.2)	B120	0.70
9/24/2020	STB	Discussions w/SMT and NGC regarding analysis of public shareholder data.	B120	0.70
9/24/2020	DCA	Utilize court's Electronic Court Filing system to file Letter to J. Drain re Withdrawing Compel Motion with Regard to Clearstream and LGIM.	B110	0.40
9/25/2020	DJM	Response to various queries from Akin Gump, including review of productions and research in connection with same (1.0); call with S. Thomas regarding status of public shareholder chart (0.1).	B120	1.10
9/25/2020	SMT	Analysis of public shareholder data.	B120	2.20
9/25/2020	SMT	Discussions with N. Calabria and S. Breidenbach regarding analysis of public shareholder data concerning JPMorgan.	B120	2.50
9/25/2020	NGC	Discussions and analytical review with SB and SMT regarding public shareholder information for aggregation and analysis	B120	2.50
9/25/2020	STB	Discussions with SMT and NGC regarding analysis of public shareholder data.	B120	2.50
9/25/2020	STB	Analysis of public shareholder data.	B120	2.70
9/27/2020	DJM	Review and analysis of Jefferies objection, Akin comments on same (0.4); call with S. Thomas regarding transfer of data to ASK (0.2).	B120	0.60

9/28/2020	JPC	Review and analyze Jefferies' opposition brief to motion to compel (.5); review documents referenced therein (.5).	B120	1.00
9/28/2020	SMT	Discussions with D. Marlow regarding shareholder files (0.3); discussion with IT department regarding same (0.3).	B120	0.60
9/28/2020	DJM	Review of Jefferies objection and Akin comments on same (0.4); call with S. Thomas regarding transfer of data to ASK (0.2).	B120	0.60
9/28/2020	ADC	Review and analysis of Jefferies opposition papers and outlined reply.	B120	1.20
9/28/2020	NGC	Communicate with SMT regarding public shareholder analysis and workbook results	B120	0.20
9/28/2020	SMT	Prepared production files, subpoenas and emails to entities relating to threshold shares.	B120	1.90
9/28/2020	SMT	Analysis of public shareholder data (1.0); communicate with NGC re: same (.2).	B120	1.20
9/29/2020	SMT	Prepared production files, subpoenas and emails to entities relating to threshold shares.	B120	2.20
9/29/2020	JPC	Confer w/ A. Corey re: reply brief to Jefferies opposition to MTC (.3); confer w/ D. Marlow re: PNC opposition to MTC (.2); review and analyze PNC Opposition to MTC and related email correspondence with PNC (1.7).	B120	2.20
9/29/2020	ADC	Draft/revise reply papers to Jefferies' opp (5.0); researched case law in support of reply brief (1.4)	B120	6.40
9/29/2020	DJM	Review of PNC opposition to motion to compel, drafting of reply (2.2); provision of materials to A. Corey in connection with reply on motion to compel addressed to Jefferies (0.4); response to queries from Akin regarding public shareholder data (0.3); e-mails/calls with S. Thomas regarding provisions of information to ASK (0.4); follow up with outstanding banks regarding production (0.1)	B120	3.40
9/29/2020	JPC	Compiling data for M-III Partners.	B160	0.60
9/30/2020	DJM	Draft/revise reply in further support of motion to compel PNC (2.0); revisions to reply in further support of motion to compel Jefferies (1.0); call with S. Thomas regarding transfer of file to ASK (0.2).	B120	3.20
9/30/2020	JPC	Review and analyze PNC opposition to MTC (.3); revising reply papers to PNC (1.7); revising reply brief to Jefferies' opposition to MTC (2.2); analyze Jefferies' opposition (.5); confer w/ A. Corey re: same (.3).	B120	5.00
9/30/2020	SMT	Prepared production files, subpoenas and emails to entities relating to threshold shares (1.7); upload results to Akin share site (0.4).	B120	2.10
9/30/2020	ADC	Draft/revise Jefferies reply brief and reply declaration (3.9); confer w/J. Chou re: comments to brief (.3); researched case law in support of reply brief (1.1); reviewed draft PNC papers (.5).	B120	5.80

398.00

EXHIBIT D

Disbursement Summary

Disbursement Activity	Amount
Copies – In House	\$ 37.20
Outside Vendor – Process Server	\$150.00
Total:	\$187.20

EXHIBIT E
Itemized Disbursements

DATE	DESCRIPTION	VALUE
9/15/20	Copies – In House	\$ 37.20
9/24/20	Executive Attorney Service Inc. Inv # 58024, Out of State Process Service, upon Legal & General Investment Management America, at Chicago IL, on 9/15/20	\$ 150.00
	TOTAL	\$ 187.50